

EXHIBIT A

1 MICHAEL A. JACOBS (CA SBN 111664)
2 MJacobs@mofo.com
3 ARTURO J. GONZÁLEZ (CA SBN 121490)
AGonzalez@mofo.com
3 MORRISON & FOERSTER LLP
4 425 Market Street
San Francisco, California 94105-2482
Tel: 415.268.7000 / Fax: 415.268.7522

5 KAREN L. DUNN (*Pro Hac Vice*)
6 kdunn@bsfllp.com
7 HAMISH P.M. HUME (*Pro Hac Vice*)
hhume@bsfllp.com
8 BOIES SCHILLER FLEXNER LLP
1401 New York Avenue, N.W.
Washington DC 20005
9 Tel: 202.237.2727 / Fax: 202.237.6131

10 WILLIAM CARMODY (*Pro Hac Vice*)
bcarmody@susmangodfrey.com
11 SHAWN RABIN (*Pro Hac Vice*)
srabin@SusmanGodfrey.com
12 SUSMAN GODFREY LLP
1301 Avenue of the Americas, 32nd Floor
13 New York, NY 10019-6023
14 Tel: 212.336.8330 / Fax: 212.336.8340

15 Attorneys for Defendants
16 UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

17 UNITED STATES DISTRICT COURT
18 NORTHERN DISTRICT OF CALIFORNIA
19 SAN FRANCISCO DIVISION

20 WAYMO LLC,

Case No. 3:17-cv-00939-WHA

21 Plaintiff,

**DECLARATION OF CHARLES
DUROSS REGARDING JACOBS
COMMUNICATIONS**

22 v.

23 UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING
24 LLC,

Trial Date: February 5, 2018

25 Defendants.

1 I, Charles Duross, declare as follows:

2 1. I am a partner with the law firm of Morrison & Foerster LLP, where I head the
 3 Firm's global anti-corruption practice out of its office in Washington, D.C. Before joining
 4 Morrison & Foerster about four years ago, I served at the U.S. Department of Justice for twelve
 5 years as a federal prosecutor. For the first five years of my career, I was an Assistant
 6 U.S. Attorney in the Southern District of Florida. I then worked as a prosecutor for seven years in
 7 the Fraud Section of the Criminal Division in Washington, D.C., focused on foreign corruption
 8 cases and eventually became the head of the Foreign Corrupt Practices Act Unit. During my
 9 tenure in the Fraud Section, I developed a substantial understanding of corporate compliance
 10 programs, oversaw numerous corporate compliance monitorships, designed the corporate
 11 compliance program requirements of corporate criminal resolutions, and helped negotiate the
 12 Good Practice Guidance on Internal Controls, Ethics, and Compliance issued by the Organization
 13 of Economic Co-operation and Development.

14 2. I have personal knowledge of the facts stated herein. I understand that the parties
 15 have agreed that Morrison & Foerster would answer four questions, and that the responses to
 16 those questions will not be deemed a waiver of any privilege, as noted in Docket No. 2370,
 17 entered by Magistrate Jacqueline Corley, on December 12, 2017. I have been asked to respond
 18 to two of those questions:

- 19 • Describe when and for what purpose any and every attorney at your law firm first
 20 learned of the content or allegations contained in the: (1) 4/14/17 Jacobs
 21 Resignation Email; (2) 4/19/17 letter from Halunen Law to Salle Yoo; (3)
 22 5/5/17 letter from Halunen law to Angela Padilla; and (4) Jacobs Settlement
 23 Agreement, including who learned of the foregoing, how it was communicated to
 24 them, and by whom.
- 25 • Describe to what extent any and every attorney at your law firm investigated any
 26 of the allegations in the: (1) 4/14/17 Jacobs Resignation Email; (2) 4/19/17 letter
 27 from Halunen Law to Salle Yoo; (3) 5/5/17 letter from Halunen law to Angela
 28 Padilla; and (4) Jacobs Settlement Agreement, including what documents were

1 collected, who was interviewed, what was the result, whether there was a written
 2 report, and when each of the foregoing activities took place.

3 3. Morrison & Foerster has not found any copy of the Jacobs Settlement Agreement
 4 at the firm prior to Judge Alsup's November 22, 2017 Notice ("Notice"). Further, I have never
 5 seen the Settlement Agreement and did not learn of it until after that date.

6 4. On or about April 20, 2017, I was engaged to lead a team from Morrison &
 7 Foerster to review compliance issues generally at Uber, along with Wilmer Cutler Pickering Hale
 8 and Dorr LLP ("Wilmer"). On April 26 2017, Joe Spiegler from Uber forwarded to me and to
 9 Wilmer a copy of the Jacobs April 14, 2017 resignation email and the April 19, 2017 document
 10 preservation letter from counsel to Richard Jacobs, Clayton Halunen. Initially, an internal
 11 investigation of the Jacobs matter was to be conducted by both Wilmer and Morrison & Foerster,
 12 working together.

13 5. On April 26, 2017, I forwarded the resignation email to two of my fellow partners
 14 at Morrison & Foerster, Stacey Sprenkel and Paul Friedman. Ms. Sprenkel was the other lead
 15 partner on the compliance engagement and would also be working on the Jacobs matter.
 16 Mr. Friedman leads Morrison & Foerster's compliance practice, and I wanted to discuss staffing
 17 issues with him. That same day, I forwarded the resignation email and the document preservation
 18 letter to six other partners (William Stern, Tiffany Cheung, Eric Tate, Stacey Sprenkel, John
 19 Carlin, and Arturo Gonzalez) and to Meghan Dysart, who is on Morrison & Foerster's marketing
 20 team and helps run the Uber key client team, with a copy to Mr. Friedman. I copied
 21 Messrs. Stern and Tate, Ms. Cheung, and Ms. Dysart because they are members of the firm's
 22 Uber key client team, and I wanted them to know about this new engagement. I included
 23 Ms. Sprenkel and Mr. Carlin because they would be working on the Jacobs matter with me. As
 24 mentioned above, I included Mr. Friedman because of staffing issues. I also included
 25 Mr. Gonzalez because there was a reference in the resignation email to Waymo.

26 6. Shortly thereafter, Ms. Sprenkel replied to all on the second April 26, 2017 email
 27 described above, discussing e-Discovery issues. Mr. Tate responded to that email and copied two
 28 additional partners, Sylvia Rivera and Wendy Ray, who were both familiar with e-Discovery

1 issues pertaining to Uber. There was no mention in those email exchanges about Mr. Jacobs or
 2 the substance of his allegations.

3 7. Between April 26, 2017, and May 4, 2017, Morrison & Foerster worked with
 4 Wilmer on preliminary steps concerning the internal investigation relating to the Jacobs
 5 allegations. For example, Morrison & Foerster prepared draft lists of custodians and search
 6 terms, discussed document review platforms, and considered potential consultants. On
 7 May 1, 2017, Ms. Sprenkel forwarded the document preservation letter to two associates working
 8 on the matter, Sophia Brill and Lauren Navarro. Ms. Brill and Ms. Navarro were assisting with
 9 preliminary steps in the investigation, such as constructing custodian and search term lists.

10 8. On May 4, 2017, I was informed that Wilmer would exclusively be handling the
 11 Jacobs investigation moving forward. At that point, Morrison & Foerster had only taken
 12 preliminary steps on the Jacobs matter, and was thus never involved in the document collection
 13 process, custodian interviews, or any other aspects of the internal investigation of the Jacobs
 14 matter. Morrison & Foerster did, however, continue to work on global compliance issues for
 15 Uber.

16 9. On May 5, 2017, Joe Spiegler forwarded to Wilmer a letter dated May 5, 2017,
 17 from Mr. Halunen (“May 5 Letter”). Ms. Sprenkel and I were copied on that email. That same
 18 day, I forwarded the email with the May 5 Letter to Ms. Sprenkel (who had already received it),
 19 Mr. Carlin, Ms. Brill, and Ms. Navarro. I wanted them to be aware of the May 5 Letter because,
 20 among other things, I wanted to ensure that the compliance work did not inadvertently overlap
 21 with Wilmer’s investigation. In other words, Wilmer, not Morrison & Foerster, was in charge of
 22 investigating the allegations of the Jacobs letter, and I wanted to avoid overlap with the work
 23 Wilmer was doing. I do not know of anyone else at Morrison & Foerster who received the
 24 May 5 Letter, or who learned of it, prior to the Notice issued by Judge Alsup on
 25 November 22, 2017.

26 10. I did not forward the May 5 Letter to the team at Morrison & Foerster working on
 27 the Waymo litigation, because Morrison & Foerster was no longer working on the Jacobs matter.
 28 When and how the allegations in that letter, or the letter itself, were to be disclosed more broadly

1 was a matter for the Jacobs investigative team to determine. My distribution of that document
2 was very limited, that is, only to those team members who would be working with me on the
3 general compliance engagement for Uber. It was never my intention to “hide” the document from
4 the Waymo litigation team at Morrison & Foerster (or from the Court). Indeed, it was my
5 expectation that the allegations in the May 5 Letter or the May 5 Letter itself would ultimately be
6 shared with our Waymo litigation team, and I was surprised to learn last month that it had not
7 been.

8 11. Because Morrison & Foerster was advised that Wilmer would be investigating the
9 Jacobs matter, Morrison & Foerster did not investigate the allegations in the Jacobs resignation
10 email or related letters, did not interview anyone in connection with his emails or letters, did not
11 collect documents in response to the email or letters, and did not prepare any report based on the
12 email or letters.

I declare under penalty of perjury that the foregoing is true and correct. Executed this
15th day of December, 2017, in Washington, D.C.

/s/ Charles Duross

Charles Duross